

DECHERT LLP

Glenn E. Siegel
Craig P. Druehl
1095 Avenue of the Americas
New York, New York 10036-6797
Telephone: (212) 698-3500
Facsimile: (212) 698-3599

*Counsel to The Bank of New York Mellon, as
Master Servicer of Certain Mortgage Backed
Securities Trusts*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, <i>et al.</i>,)
) Chapter 11
Debtors.)
) Jointly Administered

**JOINDER OF THE BANK OF NEW YORK MELLON AS MASTER SERVICER FOR
RESIDENTIAL MORTGAGE BACKED SECURITIES TRUSTS TO THE PRE-
AUCTION OBJECTIONS OF THE RMBS TRUSTEES TO THE DEBTORS' SALE
MOTION (DOCKET NO. 1242)**

The Bank of New York Mellon (“**BNY Mellon**”), solely in its capacity as master servicer (in such capacity, the “**Master Servicer**”) for certain mortgaged backed securities trusts (the “**Trusts**”), hereby files its Joinder (the “**Supplement Joinder**”) to the *Supplement to Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion*, dated October 29, 2012 (Docket No. 1987) (the “**RMBS Trustees’ Pre-Auction Supplement**”). In support of its Joinder, the Master Servicer respectfully states as follows:

Background

1. BNY Mellon, solely in its capacity as trustee or indenture trustee for certain mortgaged backed securities trusts, together with Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas, U.S. Bank National Association, and

Wells Fargo Bank, N.A., each solely in their respective capacity as trustees of certain mortgage backed securities trusts (collectively, the **“RMBS Trustees”**), jointly filed the *Pre-Auction Objections of the RMBS Trustees to the Debtors’ Sale Motion*, dated August 22, 2012 (Docket No. 1242) (the **“RMBS Trustees’ Pre-Auction Sale Objection”**), asserting objections to the *Debtors’ Motion, inter alia, for an Order (I)(A) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expenses Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief; and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief* (Docket No. 61), as permitted by this Court’s *Revised Omnibus Scheduling Order and Provisions for other Relief Regarding (I) Debtors’ Motion Pursuant to Fed.R.Bankr.P. 9019 for Approval of RMBS Trust Settlement Agreements; and (II) the RMBS Trustees’ Limited Objection to the Sale Motion* (Docket No. 945).

2. On August 23, 2012, the Master Servicer filed its *Joinder of The Bank of New York Mellon as Master Servicer for Residential Mortgage Backed Securities Trusts to the Pre-Auction Objections of the RMBS Trustees to the Debtors’ Sale Motion* (Docket No. 1250) (the **“Pre-Auction Joinder”**).¹

3. On October 29, 2012, the RMBS Trustees filed the RMBS Trustees’ Pre-Auction Supplement.

4. By this Supplement Joinder, BNY Mellon, solely as Master Servicer, joins in the RMBS Trustees’ Pre-Auction Supplement to the extent that the objections set forth therein are applicable to the Master Servicer.

¹ BNY Mellon’s Pre-Auction Joinder provides background on BNY Mellon’s role as Master Servicer.

Joinder in the RMBS Trustee's Pre-Auction Supplement

7. So as to preserve all of its rights in connection with the Debtors' proposed sale of their servicing platform, the Master Servicer joins in the RMBS Trustees' Pre-Auction Supplement and incorporates herein by reference paragraphs 1 – 7 thereof. The Master Servicer reserves the right to amend, supplement, alter or modify this Joinder.

WHEREFORE, for the reasons set forth herein, the Master Servicer respectfully requests that this Court deny the Sale Motion to the extent set forth in the RMBS Trustees' Pre-Auction Supplement and grant such other and further relief as the Court deems appropriate.

Dated: New York, New York
October 29, 2012

Respectfully submitted,

DECHERT LLP

By: /s/ Glenn E. Siegel

Glenn E. Siegel

Craig P. Druehl

1095 Avenue of the Americas

New York, New York 10036-6797

Telephone: (212) 698-3500

Facsimile: (212) 698-3599

*Counsel to The Bank of New York Mellon, as
Master Servicer of of Certain Mortgage
Backed Securities Trusts*